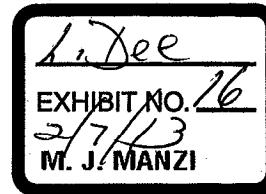


EXHIBIT K

From: Dee Larry <lgd642@aol.com>
Sent: Thursday, March 1, 2007 10:45 PM
To: gillerl@vetmed.auburn.edu
Subject: ACVSMR Bylaws
Attach: ACVSMR BYLAWS.doc



Rob,

I have taken the ABVP Bylaws and plugged in different terminology for the ACVSMR. Please read and make decisions RE: title of Board members (directors? Regents? Board of Directors or Executive Board or Council of Regents, etc. How many officers, How many Board members? Should state an equal number from canine and equine (or each category) Doesn't have to state canine and equine in the Bylaws -- put in the Policies and procedures manual.

I will work on the P&P. It must have the details of how exams are given, credentialing, all listed in the ABVS P&P, appeals process, etc.

Attachment.

Larry Dee

AMERICAN COLLEGE OF VETERINARY SPORTS MEDICINE AND REHABILITATION, INC.

BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section A. Name/Not-For-Profit Incorporation

The name of the corporation shall be the American College of Veterinary Sports Medicine and Rehabilitation, Inc.,

hereinafter referred to as ACVSMR or the corporation. The ACVSMR shall be incorporated as a not-for-profit, tax-exempt corporation organized under the laws of the State of New York for the purposes set forth herein, and in the Certificate of Incorporation. The corporation shall have no members.

Section B. Principal Office; Other Offices

The principal office of ACVSMR shall be in the State of _____, unless otherwise designated by the corporation's governing body, known as the Executive Board/Board of Directors or the Board. The ACVSMR may have such other offices at such suitable places, as may be designated by the Executive Board/Board of Directors.

ARTICLE II

PURPOSES AND LIMITATIONS

Section A. Mission Statement

The American College of Veterinary Sports Medicine and Rehabilitation, Inc., advances the quality of veterinary

medicine through certification of veterinarians who demonstrate excellence in sports medicine and rehabilitaion

The ACVSMR is an approved veterinary specialty organization of the American Board of Veterinary Specialties, and is recognized by the American Veterinary Medical Association.

Section B. General Purposes

The ACVSMR has been founded as a not-for-profit, tax-exempt, voluntary professional certification board and credentialing program dedicated to professional, educational, and scientific purposes, within the meaning of Section 501(c)(6) of the U.S. Internal Revenue Code and regulations, the New York Not-For-Profit Corporation Law, Section 201(b), and any applicable successor laws. The purposes and mission of the ACVSMR, subject to the limitations set forth in these Bylaws and in the Certificate of Incorporation, are the establishment, maintenance, evaluation, and administration of professional credentialing programs in the field of veterinary medicine.

Section C. Specific Purposes

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Consistent with the ACVSMR Certificate of Incorporation and these Bylaws, the ACVSMR shall promote the advancement of veterinary practice by identifying to professionals and the public those veterinarians who have voluntarily sought and obtained certification for sports medicine and rehabilitation in one of the following categories: equine practice or canine practice. In furtherance of such purposes, the

ACVSMR shall be operated:

1. To establish and maintain credentialing and certification standards for veterinary practitioners who excel in sports medicine and rehabilitation and who shall be titled Diplomates.
2. To identify, develop, foster, and maintain veterinary sports medicine and rehabilitation specialty credentialing and ethical standards.
3. To promote the improvement of scientific professional practice standards and the advancement of professional knowledge and competency, by self-assessment, examination, and recertification, and to facilitate the continuing education of veterinary practitioners.

4. To identify Diplomates to the public, other professionals, professional organizations, government agencies and representatives, and other appropriate individuals and bodies.
5. To seek and foster cooperation and contacts with other organizations which relate to veterinary medicine, and to collaborate in matters of common interest, including the advancement of high standards and methods in the art and science of veterinary practice.
6. To collaborate with universities and other educational institutions to encourage and promote the development of graduate veterinary science programs, with particular emphasis on residency training for clinical practice.

Section D. Limitations

The purposes and limitations of the ACVSMR shall be restricted as follows:

1. No part of the net earnings of the ACVSMR shall inure to the benefit of, or be distributed to, the Executive Board/Board of Directors or Officers, or other private persons, except that the ACVSMR shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable ACVSMR policies.
2. The ACVSMR shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Officer, Regent, agent, representative, or employee engage in such activities on behalf of the ACVSMR.

The Executive Board/Board of Directors shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

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ARTICLE III

Executive Board/Board of Directors

Section A. Duties and Functions of the Board of Directors

1. General Authority. The ACVSMR shall be governed by the Executive Board/Board of Directors. It is the duty of the Executive Board/Board of Directors to carry out the purposes and objectives of the corporation. The Executive Board/Board of Directors

shall function as a Board of Directors, and shall manage, control, and supervise the business, activities, property, and other affairs of the ACVSMR. The Executive Board/Board of Directors shall: uphold and execute the purposes of the corporation; appoint and remunerate agents and employees; disburse funds of the corporation; purchase, lease, sell, transfer, and otherwise convey property; and, establish and adopt such policies, rules, and regulations for the conduct of its business or any other lawful activities deemed necessary to further the purposes of the ACVSMR, in accordance with the Certificate of Incorporation and these Bylaws, in their present or amended form, and with any applicable law.

2. Specific Authority. The Executive Board/Board of Directors shall have the authority and control over all matters related to certification and other authorized, lawful activities. The Executive Board/Board of Directors

shall develop and maintain policies and procedures that address eligibility requirements, alternative eligibility criteria, and application processes. Standards for certification and recertification will be established and overseen by the Executive Board/Board of Directors including examination content, administration of examinations; and the establishment of cut scores and passing points. The Executive Board/Board of Directors will develop procedures for grievance, appeals, and disciplinary processes. The Executive Board/Board of Directors will meet annually and will establish meeting rules including, agendas, frequency, and related procedures. The Executive Board/Board of Directors

will also oversee publications concerning certification and recertification and will be responsible for staffing and management of resources to conduct the programs and activities of ACVSMR.

3. Eligibility Requirements. Before applying for certification by ACVSMR, a veterinarian must:

- a. Be a graduate of a college of veterinary medicine approved or accredited by the AVMA, or be licensed to practice in the United States, Canada, or any other country; and

b. Have completed one of the following before the examination:

- 1). Six years of acceptable experience in the practice category for which certification is sought (the first year need not be in the practice category), or
- 2). A residency program of at least two years in length approved *in advance* by the ACVSMR Residency Committee or the Executive Board/Board of Directors proceeded by one year of active practice *or* a rotating internship.
4. Examination. The Examination Committee, under the direction of the Executive Board/Board of Directors, shall conduct comprehensive examinations to test the clinical knowledge of

sports medicine and rehabilitation practitioners. Candidates must pass all sections of the examination for certification in the chosen practice category.

5. Recertification. To maintain certification, Diplomates must recertify every ten years. The Executive Board/Board of Directors shall establish and publish approved routes for recertification.

6. Fees. The Executive Board/Board of Directors has the authority to establish all fees associated with certification including but not limited to annual renewal fees; application, examination and recertification fees.

7. Appeals Process. A person who believes a decision by ACVSMR has adversely affected them may appeal the decision by submitting a written petition for reconsideration on the grounds that ACVSMR (a) disregarded the established criteria for certification, (b) failed to follow stated procedures, or (c) failed to consider relevant evidence and documentation presented. The appeal of a credentials or examination determination will be subject to the policies and procedures for appeals adopted by the Executive Board/Board of Directors.

8. Other Certification Functions. The Executive Board/Board of Directors shall develop and implement all other appropriate policies and procedures in order to carry out ACVSMR corporate goals and purposes, as set forth in these Bylaws and in the Certificate of Incorporation.

Section B. Conduct/Limitations of the Executive Board/Board of Directors

The Executive Board/Board of Directors shall be granted the authority to establish policies and procedures specifying Executive Board/Board of Directors limitations and conduct, including, but not limited to, the following:

1. Compensation for Services. Regents of the Executive Board/Board of Directors, including Officers, shall not receive any compensation, or other tangible or financial benefit for service on the Executive Board/Board of Directors of Regents. However, the Executive Board/Board of Directors may authorize payment by the ACVSMR of actual, reasonable expenses incurred by Regents or Officers regarding attendance at Executive Board/Board of Directors meetings and other approved activities.

2. Compensation from ACVSMR Activities. Regents of the Executive Board/Board of Directors, including Officers, shall not receive any compensation, or other tangible or financial benefit from any element or activity of, or related to, the ACVSMR, except as reimbursement for actual, reasonable expenses directly associated with such ACVSMR element or activity, when authorized by the Executive Board/Board of Directors of Regents.

3. Corporation and Regent Independence/Loyalty. All Regents of the Executive Board/Board of Directors, including Officers, shall act in an independent manner consistent with their obligations to the ACVSMR and applicable law, regardless of any other affiliations, membership, or positions.

Section C. Composition of the Executive Board/Board of Directors

The Executive Board/Board of Directors shall be composed of not less than fourteen (14) voting Executive Board/Board of Directors members, including least nine (9) Executive Board/Board of Directors members known as Regents, and five (5) Officers.

The voting membership of the Executive Board/Board of Directors shall include at least: one (1) representative from

each practice category for which certification is offered; one (1) additional representative from each practice category representing 200 or more Diplomates; and, five (5) Officers.

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Section D. Qualifications of Executive Board/Board of Directors Members

All voting Executive Board/Board of Directors members shall maintain Diplomate certification status and shall be in good standing with the ACVSMR. The Executive Board/Board of Directors may, in its discretion, determine

additional qualifications for Executive Board/Board of Directors members, consistent with these Bylaws.

Section E. Ex-Officio Members of the Executive Board/Board of Directors

The Executive Board/Board of Directors shall appoint an Executive Director of the corporation and an ACVSMR

representative to the American Board of Veterinary Specialties, who shall be *ex-officio*, nonvoting members of the Executive Board/Board of Directors. The Executive Board/Board of Directors may appoint other *ex-officio*, nonvoting members of the Executive Board/Board of Directors, as deemed necessary, on an annual basis.

Section F. Terms of Office

All voting Regents, except Officers, shall be elected to serve a term of three (3) years.

During the first three (3) years of the Executive Board/Board of Directors's operation under these Bylaws, the terms of

the Regents shall be staggered to ensure that approximately one-third (1/3) of the positions expire each year. Unless otherwise and specifically authorized by these Bylaws, no Regent shall be eligible to serve more than two (2) consecutive terms, or six (6) years, whichever is greater.

Section G. Nomination of Executive Board/Board of Directors Members

Recommendations of qualified candidates to be nominated for election to the Executive Board/Board of Directors

and Officer positions, consistent with the terms of this Article, shall be submitted to the Chair of the Nominating Committee at least four (4) months prior to the beginning of the fiscal year. The Nominating Committee will select and declare a slate of qualified and appropriate DIRECTORS and Officer candidates at least three (3) months prior to the beginning of the fiscal year. The candidate slate will specifically identify the Diplomate(s) nominated by practice category for each Director position and the Diplomate(s) nominated for each Officer position. Consistent with rules adopted by the Executive Board/Board of Directors, additional Director

candidates for each practice category may be nominated by petition of two (2) Diplomates in good standing from that practice category; and additional candidates for Officer positions may be nominated by petition of one percent (1%) of the all Diplomates in good standing.

Section H. Election of Executive Board/Board of Directors Members

All voting Executive Board/Board of Directors members, including Officers, shall be elected by a majority vote of the voting active Diplomates in good standing. Executive Board/Board of Directors members shall be

elected by mail ballot, or by any other method designated by the Executive Board/Board of Directors, consistent with

rules or procedures established by the Executive Board/Board of Directors. Balloting must be completed before the end of the fiscal year.

Section I. Director Resignation/Vacancy

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A Director may resign at any time by providing written notice to the President and the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Executive Board/Board of Directors. Vacancies, as they occur on the Executive Board/Board of Directors by resignation, death, incapacity, or the

like, shall be filled by appointment by the Executive Board/Board of Directors for the remainder of the term. As

otherwise provided by these Bylaws, Officers may resign and Officer positions may be filled.

Section J. Removal of Directors

A Director may be removed, for cause, by a two-thirds (2/3) affirmative vote of the Executive Board/Board of Directors at any regular or special meeting of the Executive Board/Board of Directors at which a quorum of the Executive Board/Board of Directors is present, and under rules or procedures approved by the Executive Board/Board of Directors. Officers may be removed by the Executive Board/Board of Directors as otherwise provided by these Bylaws.

ARTICLE IV

OFFICERS

Section A. Officers Titles/Authority

The Officers of ACVSMR shall consist of the President, President-Elect, Vice-President, Secretary-Treasurer, and the Immediate Past President. The Officers shall be bound by, and be responsible and accountable to, the ACVSMR Executive Board/Board of Directors for satisfying resolutions and directives of the Executive Board/Board of Directors, and shall have the authority and accountability conferred and granted by these Bylaws and by the Executive Board/Board of Directors. No individual shall hold more than one elective Officer position at any one time.

Section B. Terms of Office

Officers shall take office immediately following the meeting at which they are elected. The Officers shall serve a term of one (1) year. Upon the expiration of the President's term of office, the President-Elect shall assume the office of President for a term of one (1) year. Upon the expiration of the Immediate Past President's term of office, the President shall assume the office of Immediate Past President for a term of one (1) year.

Section C. Duties of the Officers

1. President. The President shall have the authority and responsibilities commonly incident to, and vested in, the corporate offices of Chief Executive Officer and Chair of the Board of Directors, consistent with these Bylaws, including, but not limited to: the role of presiding officer at all meetings of the ACVSMR and the Executive Board/Board of Directors; the direction of other Officers; the responsibility to satisfy the directives of the Executive Board/Board of Directors; the designation and appointment of ACVSMR representatives, subject to Executive Board/Board of Directors approval; and, the administration of the affairs of the corporation according to the Certificate of Incorporation, these Bylaws, and the policies adopted by the Executive Board/Board of Directors. With the exception of the Executive Committee, the President shall be an *ex-officio* member, without vote, of all committees of the ACVSMR. At the expiration of his or her term, the President shall become the Immediate Past President.

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2. President-Elect. The President-Elect shall perform such other duties as the Executive Board/Board of Directors or the President may, from time to time, designate. In the absence or disability of the President, the President-Elect shall serve as acting President, shall have all authority conferred upon the office of President, and shall perform all duties for which the President is responsible for the unexpired portion of the term, or until the President can resume duties. At the expiration of his or her term, the President-Elect shall become the President.

3. Vice-President. The Vice-President shall serve as Parliamentarian at all Executive Board/Board of Directors

meetings, and shall perform such other duties as the Executive Board/Board of Directors or the President may, from time to time, designate. In the absence or disability of the President and the President-Elect, the Vice-President shall serve as acting President, shall have all authority conferred upon the office of President, and shall perform all duties for which the President is responsible for the unexpired portion of the term, or until the President or President-Elect can resume duties.

4. Secretary-Treasurer. The Secretary-Treasurer shall be the Chief Financial Officer of the

corporation. The Secretary-Treasurer shall have and perform all duties commonly incident to, and vested in, the offices of secretary and treasurer of a corporation, as well as all duties delegated and designated by the Executive Board/Board of Directors or the President, including, but not limited to: supervision of maintenance of all corporate documents, including accounting for the accuracy of minutes of all meetings and the books of the corporation; and, the administration of the fiscal and financial policies of the corporation.

5. Immediate Past President. The Immediate Past President shall be the retiring President. If the President, President-Elect, and Vice-President are unable to perform the duties of President, the Immediate Past President shall serve as acting President, shall have all authority conferred upon the office of President, and shall perform all duties for which the President is responsible for the unexpired portion of the term, or until one of the above Officers can resume duties.

Section D. Officer Resignation/Vacancy

An Officer may resign at any time by providing written notice to the President, or other authorized representative designated by the Executive Board/Board of Directors, and the Executive Director.

Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Executive Board/Board of Directors. In the event that the office of President becomes vacant, the President-Elect shall assume the office of President for the remainder of the term of office. In the event that any other Officer position becomes vacant, the President shall appoint interim officers to fill such vacant offices until a new Officer is elected by the Executive Board/Board of Directors to serve the unexpired portion of the

term at the next scheduled Executive Board/Board of Directors meeting.

Section E. Removal of Officers

The Executive Board/Board of Directors may remove any Officer from office whenever, in its judgment, the

best interests of the ACVSMR will be served thereby. An Officer of the ACVSMR may be removed by a two-thirds (2/3) affirmative vote of the Executive Board/Board of Directors at any regular or special meeting of the

Executive Board/Board of Directors at which a quorum is present, and under rules or procedures approved by the Executive Board/Board of Directors.

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ARTICLE V

MEETINGS OF THE Executive Board/Board of Directors

Section A. Annual Meeting/Regular Meetings

The Annual Meeting of the Executive Board/Board of Directors shall be at a time and place designated by a majority of the Executive Board/Board of Directors for the transaction of business that comes before the Executive Board/Board of Directors. There shall be at

least one (1) other regular meeting of the Executive Board/Board of Directors each year at a place designated by the

Executive Board/Board of Directors for the transaction of business. Agendas of all items to be discussed at regular

Executive Board/Board of Directors meetings shall be distributed at least fourteen (14) days prior to the meeting.

Additions to the agenda may be made by 2/3 vote of the Board members in attendance.

Section B. Special Meetings

Special meetings may be called by a majority of the Executive Board/Board of Directors, or by the President, upon the

filings of a written special meeting notice with the Executive Director stating the object, location, date, and hour of such meeting. Notice of each special meeting will be delivered to each Executive Board/Board of Directors member at least ten (10) days prior to the date of the meeting. The Executive Board/Board of Directors is

authorized to conduct any lawful business at special meetings, as provided in these Bylaws.

Section C. Telephone Conference Meetings

The President may authorize a Executive Board/Board of Directors meeting via telephone conference, or similar form of telecommunications, when deemed necessary, provided that ten (10) days notice of such telephone conference is given to each Executive Board/Board of Directors member. Should an item of business require immediate attention and action by the Executive Board/Board of Directors, a telephone conference may be called without previous notice, so long as all of the Executive Board/Board of Directors members have been contacted and advised of such telephone meeting and the item(s) to be reviewed or acted upon. All Executive Board/Board of Directors members participating in a telephone conference meeting must be able to hear, and communicate effectively with, each other. A two-thirds (2/3) roll call vote of the Executive Board/Board of Directors members in attendance will be necessary to carry a resolution and to authorize Executive Board/Board of Directors action at a telephone conference meeting.

Section D. Notice and Waiver

The Executive Director shall give notice of all regular meetings of the Executive Board/Board of Directors to all Regents and Officers no less than sixty (60) days prior to the meeting. Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes, or for filing with the corporate records. A Executive Board/Board of Directors member's attendance at, or participation in, a meeting shall constitute waiver of any required notice to him or her unless the Executive Board/Board of Directors member shall, at the beginning of the meeting, object to the holding of the meeting or transaction of business at the meeting, and does not thereafter vote for, or assent to, any action taken at the meeting.

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Section E. Meeting Quorum

A majority of the voting membership of the Executive Board/Board of Directors shall constitute a quorum for any meeting of the Executive Board/Board of Directors. Such majority shall be capable of transacting such business as may be provided in these Bylaws or under applicable law. Except as otherwise provided in these Bylaws or by applicable law, the act of a majority of the Executive Board/Board of Directors present at a meeting at which a quorum is present shall be the act of the Executive Board/Board of Directors.

Section F. Mail Votes

Should a matter requiring a vote of the Executive Board/Board of Directors arise between Executive Board/Board of Directors meetings, a ballot by mail, facsimile transmission, or other appropriate means authorized by the President, may be taken. A two-thirds (2/3) affirmative vote of the entire voting membership of the Executive Board/Board of Directors shall be necessary to carry any motion, and all members of the Executive Board/Board of Directors must consent, in writing, to the adoption of a resolution authorizing the action. The signed consents, or signed copies, shall be placed in the minutes book of the Executive Board/Board of Directors of Regents.

Section G. Proxies

Voting by proxies shall not be permitted.

Section H. Actions of the Executive Board/Board of Directors

Every decision of the Executive Board/Board of Directors shall be by a majority vote, unless otherwise

required by law, the policies of the Executive Board/Board of Directors, or these Bylaws. Each Regent and Officer shall be entitled to one (1) vote on any matter coming before the Executive Board/Board of Directors.

ARTICLE VI

COMMITTEES

Section A. Executive Committee

1. Composition. The Executive Committee shall be composed of the President, President-Elect, Vice-President, Secretary-Treasurer, and Executive Director. All Executive Committee members shall be voting members of the Committee, with the exception of the Executive Director.

2. General Authority, Duties and Limitations. The Executive Committee may act for the Executive Board/Board of Directors between meetings of the Executive Board/Board of Directors, or as otherwise authorized by the

Executive Board/Board of Directors. The Executive Committee shall not, however, have the power to: approve a dissolution or merger; sell corporate assets; remove a Regent or Officer; fill vacancies in the Executive Board/Board of Directors or in any committee; fix compensation for any individuals for serving on

the Executive Board/Board of Directors or any committee; amend, repeal, or adopt Bylaws; or, amend or repeal any resolution of the Executive Board/Board of Directors which, by its terms, is not so amendable or repealable.

All proceedings and actions of the Executive Committee shall be recorded and reported to the Executive Board/Board of Directors at the next meeting of the Executive Board/Board of Directors.

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3. Meetings of the Executive Committee. The Executive Committee shall meet at least two (2) times each calendar year, and otherwise at the direction of the President. Any member of the Executive Committee may request that an Executive Committee meeting be convened to conduct specific business. Such requests shall be communicated to the President, who may call a meeting if appropriate and necessary. Notice of Executive Committee meetings shall be given to all Committee members at least five (5) days prior to such meeting, unless the President determines that a shorter notice period is appropriate under the circumstances. Executive Committee meetings shall be conducted in person or via telephone conference at a date and time determined by the President, so long as all participants can communicate and effectively participate. Minutes shall be kept of all Executive Committee meetings, and such minutes shall be promptly circulated to the Executive Board/Board of Directors and maintained with the corporate minutes of the Executive Board/Board of Directors.

4. Actions by the Executive Committee. Unless contrary to applicable law or these Bylaws, the actions of the Executive Committee shall constitute the actions of the Executive Board/Board of Directors

between meetings of the Executive Board/Board of Directors, unless subsequently rescinded or withdrawn by the

Executive Board/Board of Directors.

Section B. Nominating Committee

1. Composition. The Nominating Committee shall be composed of the Immediate Past President and at least two (2) voting members appointed by the Executive Board/Board of Directors, none of whom shall be current Regents or Officers. All Nominating Committee members must maintain Diplomate certification status and must be in good standing with the ACVSMR. The Immediate Past President shall serve as Chair and a voting member of the Nominating Committee.

2. Appointment. The Executive Board/Board of Directors shall appoint the members of the Nominating Committee, consistent with rules or procedures established by the Executive Board/Board of Directors, during the

Annual Meeting to serve for the following fiscal year.

3. Terms of Office. Nominating Committee members shall serve for a term of one (1) year.

4. General Authority and Duties. The Nominating Committee shall oversee and supervise the nominating process for members of the Executive Board/Board of Directors, and shall establish appropriate procedures and rules for the selection and presentation of qualified candidates to active ACVSMR Diplomates for election. Among other duties, the Nominating Committee shall: solicit potential nominees; review and study the credentials of candidates; and, develop a slate of qualified candidates.

Section C. Residency Committee

1. Composition. The Residency Committee shall be composed of a Chair and a representative from each practice category, none of whom shall be current Regents or Officers. All Residency Committee members must maintain Diplomate certification status and must be in good standing with the ACVSMR.

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2. Appointment. The President shall annually appoint, with the approval of the Executive Board/Board of Directors, the Chair of the Residency Committee. The Executive Board/Board of Directors shall appoint and replace the members of the Residency Committee, consistent with rules or procedures established by the Executive Board/Board of Directors.

3. Terms of Office. Residency Committee members shall serve for a term of three (3) years, which shall be staggered to ensure that two (2) to three (3) members are replaced each year.

4. General Authority and Duties. The Residency Committee shall be responsible for: establishing appropriate Residency Program requirements; preparing and disseminating information concerning the Residency Program for each certification practice category; monitoring ACVSMR candidate progress during residencies; and, certifying candidate completion of the respective Residency Program prior to examination. Under the direction of the Executive Board/Board of Directors, the Residency Committee shall perform its duties and annually report its findings to the Executive Board/Board of Directors.

Section D. Credentials Committee and Subcommittees

1. Composition. The Credentials Committee shall be composed of a Chair and a representative from each practice category, none of whom shall be current Regents or Officers. All Credentials Committee members must maintain Diplomate certification status and must be in good standing with the ACVSMR. The Credentials Committee member from each professional practice category shall serve as the Vice-Chair of the Credentials Committee for that practice category.

2. Appointment. The President shall annually appoint, with the approval of the Executive Board/Board of Directors, the Chair of the Credentials Committee. The Executive Board/Board of Directors shall appoint and replace the members of the Credentials Committee, consistent with rules or procedures established by the Executive Board/Board of Directors.

3. Terms of Office. Credentials Committee members shall serve for a term of three (3) years, which shall be staggered to ensure that two (2) to three (3) members are replaced each year.

4. Credentials Subcommittees. A Vice-Chair shall be appointed for each practice category to serve as the Chair of the Credentials Subcommittee for that practice category. The Chair of each Credentials Subcommittee, with the approval of the Credentials Committee, shall appoint at least three (3) other representatives from that practice category to serve as Credentials Subcommittee members. All Credentials Subcommittee members must maintain Diplomate certification status and must be in good standing with the ACVSMR. Each Credentials Subcommittee shall advise the Credentials Committee with respect to the evaluation of applicants within the appropriate practice category, and shall otherwise assist the Credentials Committee in the fulfillment of its duties and responsibilities.

5. General Authority and Duties. The Credentials Committee, and the Credentials Subcommittees, shall be responsible for: recommending the appropriate candidate credential eligibility criteria; reviewing ACVSMR certification applications; approving applicants

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who meet the certification eligibility criteria; and, identifying to the Executive Director those applicants who are deemed eligible and ineligible for examination. Under the direction of the

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Executive Board/Board of Directors, the Credentials Committee shall perform its duties and annually report its findings to the Executive Board/Board of Directors.

Section E. Examination Committee and Subcommittees

1. **Composition.** The Examination Committee shall be composed of a Chair and a representative from each practice category, none of whom shall be current Regents or Officers. All Examination Committee members must maintain Diplomate certification status and must be in good standing with the ACVSMR. The Examination Committee member from each professional practice category shall serve as the Vice-Chair of the Examination Committee for that practice category.

2. **Appointment.** The President shall annually appoint, with the approval of the Executive Board/Board of Directors, the Chair of the Examination Committee. The Executive Board/Board of Directors shall appoint and replace the members of the Examination Committee, consistent with rules or procedures established by the Executive Board/Board of Directors.

3. **Terms of Office.** Examination Committee members shall serve for a term of three (3) years, which shall be staggered to ensure that two (2) to three (3) members are replaced each year.

4. **Examination Subcommittees.** A Vice-Chair shall be appointed for each practice category to serve as the Chair of the Examination Subcommittee for that practice category. The Chair of each Examination Subcommittee, with the approval of the Examination Committee, shall appoint at least three (3) other representatives from that practice category to serve as Examination Subcommittee members. All Examination Subcommittee members must maintain Diplomate certification status and must be in good standing with the ACVSMR. Each Examination Subcommittee shall advise the Examination Committee with respect to the development and administration of examinations within the appropriate certification practice category, and shall otherwise assist the Examination Committee in the fulfillment of its duties and responsibilities.

5. **General Authority and Duties.** The Examination Committee, and the Examination Subcommittees, shall be responsible for: developing and administering to candidates valid and defensible, knowledge-based certification examinations related to each practice category. Under the direction of the Executive Board/Board of Directors, the Examination Committee shall perform its duties and annually report its findings to the Executive Board/Board of Directors.

Section F. Additional Committees

The Executive Board/Board of Directors may authorize and supervise additional committees, from time to time, to perform such functions as may be determined by the Executive Board/Board of Directors. The President shall annually appoint, with the approval of the Executive Board/Board of Directors, the Chair of all standing or special committees, and sub-committees or divisions, as may be required by these Bylaws, or as may be deemed necessary.

ARTICLE VII

EXECUTIVE DIRECTOR

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Section A. Appointment

The Executive Board/Board of Directors shall appoint an Executive Director of the ACVSMR, who shall act as the

Chief Operating Officer and Chief Staff Officer of the ACVSMR. The Executive Director shall report to the Executive Board/Board of Directors, and shall be responsible and accountable for the supervision, control, and management of the ACVSMR in its administrative, business, financial, and other operational affairs.

Section B. Authority and Duties

The Executive Director shall have the authority and duty to implement all policies of the

corporation, and the responsibility to report to the Executive Board/Board of Directors concerning these affairs. Among other authority, the Executive Director shall have the authority to: hire and dismiss employees and other personnel of the corporation, including consultants, contractors, counsel, and the like; and, legally bind the corporation and sign on its behalf contracts, checks, drafts, notes, mortgages, leases, and other legal documents, without limitation by reason of specification. The Executive Director shall perform such other duties as may be elsewhere specified in these Bylaws, or as may from time to time be designated by the Executive Board/Board of Directors.

ARTICLE VIII

GOVERNANCE

Section A. Autonomy

The Executive Board/Board of Directors shall in all respects be autonomous with respect to: ACVSMR credentialing criteria and activities; finances; policies; administration; the conduct of meetings; election and appointment of Committee members and ACVSMR representatives; and, all other lawful activities.

Section B. Authorization to Act

Except as provided in the Certificate of Incorporation, these Bylaws, or applicable law, no Regent, Officer, employee, agent, or representative of the corporation may act on behalf of the ACVSMR, or hold himself or herself out to the public as authorized to act on behalf of the ACVSMR, without the prior, express, written approval of the Executive Board/Board of Directors.

Section C. Fiscal Year

The fiscal year of the corporation shall be determined by the Executive Board/Board of Directors. The Executive Board/Board of Directors is authorized to fix and change the fiscal year from time to time as it deems appropriate.

Section D. Classification of Diplomates

Persons certified by ACVSMR shall be known as Diplomates. There shall be three classes of Diplomates: Active Diplomates, Inactive Diplomates, and Emeritus Diplomates. The

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benefits and procedures for acquiring each classification are governed by the policies and procedures of the Executive Board/Board of Directors.

1. Active Diplomates have fulfilled the requirements set forth for certification and recertification by ACVSMR and are current on all renewal fees.
2. Inactive Diplomates have fulfilled the requirements set forth for certification and recertification by ACVSMR but are not current on renewal fees or have elected to take inactive status due to temporary discontinuation of active professional clinical practice. Inactive status does not affect the original recertification date.
3. Emeritus Diplomates have fulfilled the requirements for Diplomate status but are retired

from active clinical practice in their specialty category. Emeritus Diplomates are able to hold office, shall be required to pay a renewal fee, but will not be required to recertify.

4. Honorary Diplomate status may be conferred on an individual who has made substantial

contributions to the development and progress of the specialty. This individual shall not be required to pay dues, may not hold office, nor vote.

Section E. Meeting of Diplomates

Diplomates of ACVSMR shall meet annually at such a time and place as designated by the Executive Board/Board of Directors.

Section F. Parliamentary Procedures

The rules contained in the most recently revised edition of *Roberts Rules of Order* shall be the parliamentary authority for the conduct of all meetings of the Executive Board/Board of Directors, except as otherwise provided in these Bylaws.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended by a vote of the Diplomates in good standing, provided that proper written notice of proposed Bylaw change(s) with recommendations by the Executive Board/Board of Directors is given to each eligible Diplomate at least thirty (30) days prior to the counting of the ballots. A two-thirds (2/3) affirmative vote of the Diplomates voting is required for passage. Proper written notice under this Article shall be a copy of the text of the proposed amendment, including any relevant explanatory materials, whether transmitted by mail, facsimile transmission, or other appropriate means. Notice by mail shall be deemed sufficient if sent to the last Post Office address furnished to the Executive Director or Secretary-Treasurer.

ARTICLE X

INDEMNIFICATION

Section A. Indemnification

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In the event that any person who is or was a Regent, Officer, employee, trustee, authorized representative, or agent of the ACVSMR, acting in good faith and in a manner he reasonably believed to be in the best interests of the ACVSMR, has been made party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding by reason of being a representative, whether civil, criminal, administrative, or investigative (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines, and amounts paid in settlement in connection with such action or proceeding. Where the representative was successful in defending the action, indemnification is mandatory.

Section B. Determination of Proper Indemnification

Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws.

Section C. Indemnification not Exclusive of Other Rights/Court Determinations

1. Extent of Indemnification. The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation, these Bylaws, any agreement, vote of disinterested Regents, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue as to a person who has ceased to be a Regent, Officer, employee, trustee, agent, or other authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such representative.

2. Effect of Court Determinations. Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section D. Liability Insurance

To the extent permitted by applicable law, the ACVSMR may purchase and maintain insurance on behalf of any person who is or was a Regent, Officer, employee, trustee, agent, or other authorized representative of the ACVSMR, or is or was serving at the request of the ACVSMR as a director, officer, employee, trustee, agent or other representative of another corporation, domestic or foreign, not-for-profit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE XI

DISSOLUTION

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Upon the dissolution of the ACVSMR, in accordance with applicable New York State or other laws, and after paying or making provisions for the payment of all liabilities, the Executive Board/Board of Directors of

Regents shall dispose of all assets of the ACVSMR in a manner consistent with any relevant legal requirements concerning the ACVSMR's tax-exempt and not-for-profit status, and exclusively to one or more non-profit organizations having similar aims, purposes, or objectives as the ACVSMR, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, or other controlling law.

ARTICLE XII

ADOPTION OF BYLAWS

The American College of Veterinary Sports Medicine and Rehabilitation, Inc., was organized under the laws of the

State of New York in 1978. These Bylaws hereby nullify and replace the ACVSMR Constitution and Bylaws last amended in 1999. These Bylaws were adopted by the ACVSMR Executive Board/Board of Directors, and became effective as of September 10, 1999.